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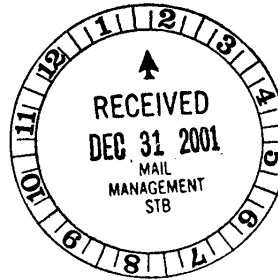
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RECORDATION NO. 23808 FILED

JAN 03 '02

11:38 AM

SURFACE TRANSPORTATION BOARD



December 28, 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 9, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **ORO AVANTI, INC.**
250 Kings Point Rd., Great Neck, NY 11024

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ORO AVANTI, INC.**, covering 30 coal hoppers with reporting marks and numbers — ATSF 317644 — CEFX 16545, NOT INCLUSIVE.

Please file this memorandum as a **PRIMARY** document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
Research/Development Coordinator

MEMORANDUM OF RAILCAR LEASE

JAN 5 '02

11-38 AM

THIS MEMORANDUM OF RAILCAR LEASE dated as of April 9 day of April, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and ORO AVANTI, INC., a New York corporation, with an address at 250 Kings Point Rd., Great Neck, NY 11024 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of April 9, 2001 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Richard M. Latini
Name: RICHARD M. LATINI
Title: V.P. SALES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ORO AVANTI, INC.

By: Hershel Sarnat
Name: _____
Title: PRESIDENT

SCHEDULE A

Quantity
30

Equipment Description
4650 c.f. covered hopper cars with
gravity gates and trough hatches

Car Marks and Numbers

1	ATSF	317644
2	CEFX	16403
3	CEFX	16418
4	CEFX	16421
5	CEFX	16426
6	CEFX	16433
7	CEFX	16439
8	CEFX	16441
9	CEFX	16443
10	CEFX	16445
11	CEFX	16454
12	CEFX	16460
13	CEFX	16464
14	CEFX	16465
15	CEFX	16471
16	CEFX	16475
17	CEFX	16478
18	CEFX	16479
19	CEFX	16487
20	CEFX	16489
21	CEFX	16490
22	CEFX	16498
23	CEFX	16499
24	CEFX	16502
25	CEFX	16507
26	CEFX	16514
27	CEFX	16516
28	CEFX	16532
29	CEFX	16535
30	CEFX	16545